



SCC888
(07/05)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

GUIDE FOR ARTICLES OF AMENDMENT –
NONSTOCK CORPORATION

ARTICLES OF AMENDMENT OF

(current name of corporation)

The undersigned corporation, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, hereby executes the following articles of amendment and sets forth:

1. The name of the corporation is (current name of corporation).
2. *(Set forth the text of each amendment adopted.)*
3. The foregoing amendment(s) was (were) adopted by the corporation on (date).
4. *(State the method by which the amendment(s) was (were) adopted on behalf of the corporation. See Options A, B and C, below.)*

Option A *(If the corporation has members with voting rights, set forth either (1) or (2), below, whichever is applicable.)*

- (1) The amendment(s) was (were) adopted by unanimous consent of the members.

OR

- (2) The amendment(s) was (were) proposed by the board of directors and submitted to the members in accordance with the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and at a meeting of the members at which a quorum of each voting group was present:

- (a) Either (i) the total number of votes cast for and against the amendment(s) by each voting group entitled to vote separately on the amendment(s) was:

Voting group	Total votes FOR	Total votes AGAINST
_____	_____	_____
_____	_____	_____

Or (ii) the total number of undisputed votes cast for the amendment(s) separately by each voting group was:

Voting group	Total undisputed votes FOR
_____	_____
_____	_____

- (b) And the number cast for the amendment(s) by each voting group was sufficient for approval by that voting group.

Option B *(If the board of directors adopted the amendment(s) without member approval pursuant to §§ 13.1-885 and 13.1-886 of the Code of Virginia:)*

The amendment was adopted at a meeting of the board of directors by a vote of at least two-thirds of the directors in office. Member approval of the amendment was not required because (choose one):

- (1) The corporation has no members; or
- (2) The corporation has no members with voting rights.

Option C *(If adopted by the incorporator(s) pursuant to § 13.1-887.1 of the Code of Virginia:)*

The amendment(s) was (were) adopted by (a majority of) the incorporator(s). Member and director approval of the amendment(s) was not required because the corporation has not yet completed its organization and there are no members or directors.

Executed in the name of the corporation by:

_____	_____
<i>(signature)</i>	<i>(date)</i>
_____	_____
<i>(printed name)</i>	<i>(corporate title)</i>
_____	_____
<i>(corporation's SCC ID #)</i>	<i>(telephone number (optional))</i>

This form is to be used as a **guide** only.

See instructions on the reverse.

INSTRUCTIONS

Guideform SCC888 has been produced by the Commission as a guide to help you prepare the corporation's articles of restatement. Please note, however, that a marked-up version of this guideform will not be accepted. You must separately type and prepare your articles, using this form as a guide, inserting appropriate information and omitting all inapplicable text (like the header, seal of the Commission and the italicized portions).

The articles must be in the English language, typewritten or printed in black on white, opaque paper 8 1/2" by 11" in size, legible and reproducible, and free of visible watermarks and background logos. A minimum of 1" must be provided on the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.

You can download this guideform from our website at www.scc.virginia.gov/division/clk/fee_bus.htm.

The articles must be executed in the name of the corporation by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation. If the corporation has not appointed any directors, the articles must be executed by an incorporator.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing.

The Commission cannot file or issue with respect to any corporation any certificate referred to in the Virginia Nonstock Corporation Act until all fees, fines, penalties and interest assessed, imposed, charged or to be collected by the Commission under the Act have been paid by or on behalf of such corporation pursuant to § 13.1-815 of the Code of Virginia.

Submit the original, signed articles to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$25.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

NOTE

The registered office and/or registered agent cannot be changed by filing articles of amendment to the articles of incorporation. This change must be accomplished by filing a statement of change of a registered office and/or registered agent on form SCC635/834. This form can be requested by contacting the Clerk's Office of the State Corporation Commission at the telephone numbers shown above or at www.scc.virginia.gov/division/clk/asp/fee_corp_formrequest.aspx.

If member approval is required, the amendment must be approved by each voting group entitled to vote on the amendment by MORE THAN two-thirds of all votes cast on the amendment by that voting group at a meeting at which a quorum exists unless the board of directors requires a greater vote or unless the articles of incorporation provide for a greater or lesser vote, so long as the vote provided for is not less than a majority of all votes cast by each voting group. See § 13.1-886 of the Code of Virginia.

Members shall not have voting or other rights except as provided in the articles of incorporation or, if the articles of incorporation so provide, in the bylaws. However, the members of any corporation existing on January 1, 1957, shall continue to have the same voting and other rights as before January 1, 1957, until such rights are changed by an amendment to the articles of incorporation. See § 13.1-837 of the Code of Virginia.